

B15

NEW NUMBER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

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RECORDATION NO

16645

FILED 1425

DEC 7 1989 - 12 50 PM

INTERSTATE COMMERCE COMMISSION

December 5, 1989

9-341A036

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) original copies and three (3) photocopies of a Memorandum of Lease Agreement dated as of August 1, 1989 with Rider 2 dated November 20, 1989, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive,
Suite 200
Lake Oswego, OR 97035

Lessee: Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the railroad equipment covered by the enclosed document is:

Twelve (12) Maxi-Stack III five-unit articulated double-stack railcars with 48-foot wells and 125-ton trucks; capacity for all wells: 117,000 pounds, with marks and numbers CHTT 2004 through CHTT 2015, both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Kappler


Ms. Noreta R. McGee
December 5, 1989
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq. Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of August 1, 1989 with Rider 2 dated November 20, 1989 between Greenbrier Leasing Corporation, Lessor and Union Pacific Railroad Company/Missouri Pacific Railroad Company, Lessee, covering 12 Maxi-Stack III five-unit articulated double-stack railcars marked and numbered CHTT 2004 - CHTT 2015, both inclusive.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

Original

16645

RECORDATION NO. 3 FILED 1428

C.D. No. 53755-30-2-A

DEC 7 1989 -12 50 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

UNION PACIFIC RAILROAD COMPANY ("LESSEE")
MISSOURI PACIFIC RAILROAD COMPANY ("LESSEE")

AUGUST 1, 1989

RIDER NO. 2 DATED NOVEMBER 20, 1989

Memorandum of a Lease Agreement made and entered into as of August 1, 1989 with Rider No. 2 dated November 20, 1989 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Union Pacific Railroad Company, a Utah corporation and Missouri Pacific Railroad Company, a Delaware corporation (individually and collectively the "Lessee") each having its principal place of business at 1416 Dodge Street, Omaha, Nebraska, 68179.

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twelve (12) Maxi-Stack™ III five-unit articulated double-stack railcars with 48-foot wells and 125-ton trucks; capacity for all wells: 117,000 pounds with marks and numbers as follows:

CHTT 2004 - CHTT 2015, inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By Norris M. Webb, V.P.

UNION PACIFIC RAILROAD COMPANY
MISSOURI PACIFIC RAILROAD COMPANY

By R. K. Davidson

L111094.1

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 10th day of November, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

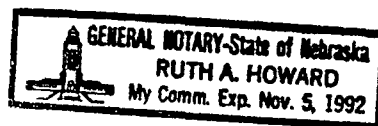
My commission expires: 5/28/90

STATE OF NEBRASKA)
)
COUNTY OF)

On this 22nd day of November 1989, before me personally appeared R. K. Howardson, to me personally known, who being by me duly sworn, says that he is Executive Vice President of Union Pacific Railroad Company and Missouri Pacific Railroad Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Ruth A. Howard
NOTARY PUBLIC

My commission expires: 11/5/92



L111094.1